



## Constitution and By-Laws

Last Updated August 2025

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### Constitution of Killarney Gators Swim Club Association

- The name of the society is **Killarney Gators Swim Club Association**.
- The purposes of the societies are:
- To promote, teach and develop the art and science of the sport of swimming to student athletes in the Lower Mainland;
- To encourage student athletes to develop their confidence, discipline, work ethics and self-worth through participation in the sport of swimming;
- To encourage and maintain an interest in swimming;
- To be ambassadors for the sport of swimming;
- To represent and conduct the affairs of Swim BC and Swimming Canada

## By-Laws of Killarney Gators Swim Club Association

### Article 1 – Interpretation

- Definitions - In these bylaws, unless the context otherwise requires; expressions defined in the British Columbia “Societies Act” of any statutory modifications thereof in force at the date at which these Regulations become binding, shall have the meanings so defined,
- Society - **Killarney Gators Swim Club Association**,
- Board - Board of Directors of the Society,
- Director - an individual elected or appointed to serve on the Board pursuant to these By-laws,
- Member – refers to all Members of the Society as more particularly described herein,
- Ordinary Resolution – a resolution passed by a simple majority of the votes cast on that resolution and as described in the Act,
- Special Resolution – a resolution passed by a majority of not less than 2/3rds of the votes cast on that resolution and as described in the Act<sup>5</sup> Registered Office – The registered office of the Society will be located within the Province of British Columbia,
- Conduct of Meetings – Unless otherwise specified by the Board, meetings of the Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition),
- Society Act – refers to the new Societies Act of the Province of British Columbia from time to time in force and all amendments to it
- Societies Act Definitions - Unless otherwise specified herein, the definitions in the Societies Act on the date these bylaws became effective apply to these bylaws.
- General - In these bylaws,
- words importing the singular number shall include the plural and vice versa;
- words importing the masculine gender shall include the feminine and neuter genders;
- the word “person” includes all individuals, proprietorships, partnerships, associations, trusts, unincorporated organizations, governmental bodies, and other legal entities.

### Article 2 – Membership

- Categories - The Society has the following category of Members:
- Participant Member – Individuals who have agreed to abide by and adhere to the Society’s By-laws, policies, procedures, and rules (or, if the individual is under the age of 19, who has had a parent or guardian agree to abide by the Society’s

By-laws, policies, procedures, and rules on behalf of the individual). Participant Members may be athletes, coaches, officials, and other volunteers.

- Admission of Members – No individual will be admitted as a Member of the Society unless:
- The candidate member has made an application for membership in a manner prescribed by the Society;
- The candidate member has paid dues as prescribed by the Board;
- The candidate member agrees to uphold and comply with the Society's governing documents;
- The candidate member meets any other condition of membership determined by the Board; and
- The candidate member has been approved by majority vote as a Member by the Board or by any committee or individual delegated this authority by the Board.
- Fees – Membership fees will be determined annually by the Board.
- Discipline – A Member may be disciplined in accordance with the Society's policies and procedures relating to the discipline of Members.
- Termination – Membership in the Society will terminate immediately upon:
- The expiration of the Member's annual membership, unless renewed in accordance with these Bylaws;
- Resignation by the Member;
- Dissolution of the Society;
- The Member's death; or
- By Special Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission and make representations opposing the termination.
- Discipline, Suspension or Expulsion – Any Member may be disciplined, suspended, or expelled by a majority vote at a meeting of the Board.
- The affected Member shall receive notice of a Meeting where their discipline, suspension, or expulsion may be considered.
- The affected Member may be provided opportunity to make representations to the Board respecting the proposed discipline, suspension, or expulsion. The Board may waive this process and rely on the proceedings and findings of the Societies policies and any decisions forthcoming from the application of such policies.
- Good Standing

- Members shall at all times observe the bylaws of the Society and all rules, policies and procedures of the Society,
- All Members are in good standing until membership is terminated or suspended in accordance with these bylaws or the rules, policies, and procedures of the Society.

### **Article 3 – Meeting of the Members**

- Annual General Meeting – The Society will hold meetings of the Members at such date, time, and place as determined by the Board within the Province of British Columbia. An Annual General Meeting must be held once every calendar year. Members will be provided, at the Annual General Meeting, with a copy of the approved financial statements and auditor’s report (if any).
- Notice of Annual General Meeting
- Written notices of the date, time and place of each Annual General Meeting shall be provided to all Voting Members no fewer than fourteen (14) days before the time fixed for the holding of the meeting. The notices shall state the general nature of all the matters to be considered at the Annual General Meeting in sufficient detail to allow all Voting Members to form a reasoned judgment in respect of such matters and shall include a draft copy of any resolution received by the Society pursuant to section 4.07.
- Notice may be given personally, by mail or electronic mail to Members at the address or electronic address provided to the Society.
- The omission of notice or the non-receipt of notice shall not invalidate any resolution, act or any proceedings taken at any Members’ Meeting.
- Chair of Annual General Meeting - The President shall be the Chair of the Annual General Meeting. If the President is absent, or is unable or refuses to act as Chair, the Vice President will be the Chair. If the Vice President is absent, or is unable or refuses to act as Chair, Voting Members present shall choose another member of the Board as Chair and if no other member of the Board is present or if all members of the Board decline to take the Chair, then the Voting Members shall choose one of their number present to be the Chair.
- General Meeting – A General Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members, in the form described in the Act, for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act.
- Notice of General Meeting
- Written notice of the date, time and location of a general meeting must be sent to every member of the Society at least fourteen (14) days before the meeting.

- Notice is deemed to have been sent if notice of the date, time and location of the meeting has been sent, to every member of the society who has provided an email address to the society, by email to that email address, and notice of the date time and location of the meeting is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on the website maintained by or on behalf of the Society.
- Chair of General Meeting - The President shall be the Chair of the Annual General Meeting. If the President is absent, or is unable or refuses to act as Chair, the Vice President will be the Chair. If the Vice President is absent, or is unable or refuses to act as Chair, Voting Members present shall choose another member of the Board as Chair and if no other member of the Board is present or if all members of the Board decline to take the Chair, then the Voting Members shall choose one of their number present to be the Chair.
- Quorum
- A minimum of 20% of the voting Members present will constitute a quorum for the Annual General Meeting.
- A minimum of 50% of the voting Members present will constitute a quorum for the General Meeting.
- Attendance – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 19 years old, the Directors, the auditor (if any), and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.
- Eligibility of Votes – The date determined by the Board will determine the list of Members that are eligible to vote at a meeting of the Members. The date will be no more than thirty (30) days prior to the meeting.
- Voting Rights – Members will have the following voting rights at all meetings of the Members:
  - Participant Members have one vote each.
  - Voting Powers – Each Voting Member votes on every issue. Voting Members who are 19 years old or older at the time of the meeting of the Members may exercise their own vote. Voting Members who are younger than 19 years old at the time of the meeting may have their vote exercised at meetings of Members by a parent or guardian. For clarity, a parent or guardian with multiple children registered with the Society who are younger than 19 years old may exercise one vote per child. Also, two parents/guardians of the same child who is registered with the Society and who is younger than 19 years old may both attend a meeting of the Members but may only exercise one vote.

#### **Article 4 – Governance (Directors, Elections)**

- Composition of the Board – The positions on the Board include the following:
  - President
  - Vice President
  - Secretary
  - Treasurer
  - Four (4) to eight (8) Directors-at-Large
- Eligibility – To be eligible for election as a Director, an individual must:
  - Be eighteen (18) years of age or older;
  - Have the power under law to contract;
  - Have not been convicted of an offense involving fraud in the past five years;
  - Have not been declared incapable by a court in Canada or in another country; and
  - Not have the status of an undischarged bankrupt.
- Election – Directors will be elected at each Annual General Meeting as follows:
  - The President will be elected to the Board on odd numbered years;
  - The Vice President, Secretary, Treasurer and Director-At-Large Directors will be elected every year.
- Terms of Office – Directors will serve the following terms and hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.
  - The President will serve terms of two (2) years;
  - The Vice President, Secretary, Treasurer and Director-At-Large Directors will serve a one (1) year term
- Number of Meetings – The Board will hold at least twelve (12) meetings per year. A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.
- Attendance – Directors must attend 80% of the board meetings and must not miss more than two consecutive meetings. Failure to do so may result in the removal of the Director.
- Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- Quorum – A minimum of 50% of the Board Members present will constitute a quorum.
- Empowered – The Board is empowered, including but not limited to:
  - Make policies and procedures or manage the affairs of the Society in accordance with the Act and these By-laws;

- Make policies and procedures relating to the discipline of Members and parents/guardians of Members (if the Member is younger than 19 years old), and have the authority to discipline these individuals in accordance with such policies and procedures;
- Make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;
- Employ or engage under contract such persons, including a Senior Manager, as it deems necessary to carry out the work of the Society;
- Determine registration procedures, recommend membership dues, and determine other registration requirements;
- Enable the Society to receive donations and benefits for the purpose of furthering the objects and purposes of the Society;
- Make expenditures for the purpose of furthering the purposes of the Society;
- Borrow money upon the credit of the Society as it deems necessary in accordance with these Bylaws; and
- Perform any other duties from time to time as may be in the best interests of the Society.
- Remuneration – The Directors shall receive no compensation either directly or indirectly for acting as Directors and shall not receive any profit from such office aside from reasonable disbursements, for travelling and other expenses reasonably incurred in discharging such office.
- Proxies – No Director may appoint a proxy to represent themselves at meetings they attend in their capacity as a Director.
- Director Vacancies – The office of a Director shall be automatically vacated if the Director:
  - Delivers a written resignation to the Board,
  - Fails to remain a Member in good standing,
  - Becomes of unsound mind or is found to be mentally incompetent or is physically unable to carry out his duties,
  - Dies, or
  - Is removed from office in accordance with the Term of Office.

If a vacancy occurs the Board may, by majority vote at a meeting of the Board, fill the vacancy if they see fit to do so and otherwise such vacancy shall be filled at the next Annual General Meeting. Any Director appointed to fill such a vacancy shall hold office for the unexpired term of their predecessor director.
- Removal of Directors - The Voting Members of the Society may, by a Special Resolution, remove any Director from office before the expiration of their term of office and may elect any qualified person in their stead for the remainder of their

term. The affected Director shall be given notice of and the opportunity to be present and make representation at the general meeting called for such purpose.

#### **Article 5 – Officers**

- Composition – The Officers will be comprised of the President, Vice President, Secretary, Treasurer, and Senior Manager (when employed or contracted).
- Duties – The duties of Officers are as follows:
- The President will be responsible for the general supervision of the affairs and operations of the Society, will Chair meetings of the Members and meetings of the Board, will be the official spokesperson of the Society and may delegate this function as required, will oversee and supervise the Senior Manager, and will perform such other duties as may from time to time be established by the Board.
- The Vice President will assist the President in the general supervision of the affairs and operations of the Society, will act on the President's behalf whenever he is unable to do so, and will perform such other duties as may from time to time be established by the Board.
- The Secretary will, subject to the powers and duties of the Board, keep proper records required by the Societies Act, will issue notices of meetings of the Society and of the Directors, will keep minutes of all meetings, and will perform such other duties as may from time to time be established by the Board.
- The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Society in the Society's bank account, will supervise the management and the disbursement of funds of the Society, when required will provide the Board with an account of financial transactions and the financial position of the Society, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.
- The Director-At-Large will, subject to the powers and duties of the Board, take on at least one operational portfolio assigned by the President, and will perform such other duties as may from time to time be established by the Board.
- The Senior Manager (when employed or contracted) is the chief employee or contractor of the Society and is responsible to the Board for the management and operations of the Society. The Senior Manager will have a title as determined by the Board, and is responsible for implementing the Strategic Plan and other policies developed by the Board, for ensuring that all official documents and records of the Society are properly kept, for overseeing and supervising office staff, for developing and implementing operational policies and procedures, and for managing the day-to-day operations of the Society through the staff and operational committees.



- Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors

#### **Article 6 – Participants**

- Participants – The Society has the following categories of Participants, who are not Members, but who must register with the Society and pay fees as determined by the Board:
- Participant - Individuals who have agreed to abide by and adhere to the Society's By-laws, policies, procedures, and rules (or, if the individual is under the age of 19, who have had a parent or guardian agree to abide by the Society's By-laws, policies, procedures, and rules on behalf of the individual). Participants may be athletes, coaches, officials, or other volunteers.
- Fees – Participant fees will be determined annually by the Board.
- Discipline – A Participant may be suspended or expelled from the Society in accordance with the Society's By-laws, policies, and procedures relating to discipline of Participants.

#### **Article 7 – Committees**

- Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Society. The Board may appoint members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.
- Composition – The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.

#### **Article 8 – Finance and Management**

- Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Society will be September 1st to August 31st.
- Annual Financial Statements – The Board will approve financial statements (evidenced by signature of two or more Directors) of the Society of the last fiscal year of the Society. The statements must be for the period ending not more than six (6) months before the Annual General Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements at the Annual General Meeting.
- Signing Authority – The signing authority of the Society shall be vested in the Officers of the Society and such other persons as the Board, by Ordinary Resolution, may authorize in specific instances. The signatures or electronic

authorization of the Treasurer or any two of these Officers or persons shall be required on any financial instrument of the Society.

- Conflict of Interest – A Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will leave the meeting at which the issue is being discussed, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

#### **Article 9 – Amendment of By-Laws**

- Member Proposal
- In this section:
- "proposal" means a notice sent under subsection (b) to the Society.;
- "proposal threshold" means 5% of the voting members of the Society.
- A Voting Member of the Society may send to the Society a notice of a matter that they propose to have considered at an Annual General Meeting.
- A proposal must contain the names of, and be signed by, enough members to meet the proposal threshold.
- A proposal must be received by the Society at least thirty-seven (37) days before the time fixed for the holding of the Annual General Meeting and any such proposal must be included with all subsequent notices of the Annual General Meeting, and those notices will include:
- the proposal,
- the names of the members submitting the proposal, and
- one statement in support of the proposal, if the members submitting the proposal request that the statement be included with the notice.
- A proposal, or, if a statement is provided under subsection (d) (iii), the proposal and statement together, must not exceed 200 words in length.
- The Society, or a person acting on behalf of the Society, will not incur any liability merely because the Society or person complies with subsection (d).
- The Society is not required to comply with subsection (d) if substantially the same proposal was considered at a general meeting held in either of the 2 previous calendar years before the calendar year in which the Annual General Meeting referred to in that subsection is to be held.

#### **Article 10 – Dissolution**

- Dissolution – The Society may be dissolved in accordance with the Society Act.

## **Article 11 – Indemnification**

- Will Indemnify – The Society will indemnify and hold harmless out of the funds of the Society each Director, the Senior Manager (when employed or contracted), and any individual who acts at the Society’s request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society’s request in a similar capacity.
- Will Not Indemnify – The Society will not indemnify a Director or any individual who acts at the Society’s request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Society will not indemnify an individual unless:
  - The individual acted honestly and in good faith with a view to the best interests of the Society; and
  - If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- Insurance – The Society will always maintain in force such Directors and Officers liability insurance.

## **Article 12 – Adoption**

- These by-laws were last amended in August 2025.